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FORM 10-Q

SECURITES & EXCHANGE COMMISSION

Washington,D.C. 20549

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Quarterly Report Under Section 13 or 15(d)
of the Securities Exchange Act of 1934

For Quarter Ended March 31, 1992 Commission File Number 33-33939-D

L.M.Capital,Inc.
(Exact name of ~~registrant as~~ specified in its charter)

Colorado	84-1121635
(State or other jurisdiction of incorporation)	(IRS Employer ID Number)

1675 Larimer St (S) 600 , Denver, Colorado 80202
(Address of principal executive office) (Zip Code)

Registrant's telephone number including area code:(303)632-2215

N/A
(Former name or former address, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practical date:

1,847,800 shares of Common Stock as of March 31, 1992.

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L.M.CAPITAL, INC.

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L.M. CAPITAL,INC.
BALANCE SHEET
AS OF JUNE 30, 1991 AND MARCH 31, 1992
(UNAUDITED)

ASSETS

	June 30, 1991	March 31,1992
CURRENT ASSETS		
Cash	$74,308	$136,413
Accrued interest receivable	256	256
Total Current Assets	74,564	136,669
NON-CURRENT ASSETS		
Investment in subsidiary (Note 2)	-	30,000
Note receivable (Note 3)	160,000	296,690
Total Non-Current Assets	160,000	326,690
OTHER ASSETS		
Organizational costs, net of accumulated amortization of $21 and $30 respectively	29	20
TOTAL ASSETS	$234,593	$463,379

See Notes to Financials

L.M.CAPITAL,INC.
BALANCE SHEET - CONTINUED

LIABILITIES AND STOCKHOLDER'S EQUITY

LIABILITIES

CURRENT LIABILITIES		
Due to shareholder	50	50
Total Current Liabilities	50	50
NON-CURRENT LIABILITIES		
Note payable to shareholder(Note 3)	129,985	377,645
Total Non-Current Liabilities	129,985	377,645
TOTAL LIABILITIES	130,035	377,695
STOCKHOLDER'S EQUITY (Notes 4 & 5)		
Preferred stock, no par value per share, authorized 20,000,000 shares; issued and outstanding 0 shares.		
Common Stock, no par value per share, authorized 100,000,000 shares; issued and outstanding 1,847,800 shares.	$109,429	$109,429
Underwriter's Warrants	120	120
Retained earnings (deficit)	(4,991)	(23,865)
Total Stockholder's Equity	104,558	85,684
TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY	$234,593	$463,379

See Notes to Financials

L.M. CAPITAL, INC.
STATEMENT OF OPERATIONS
FOR THE THREE MONTHS ENDED MARCH 31, 1992 AND 1991, AND FOR THE NINE MONTHS ENDED MARCH 31, 1992 AND 1991.
(UNAUDITED)

	Three Months Ended March 31		Nine Months Ended March 31	
	1992	1991	1992	1991
Revenues	$ -	-	$ -	-
Operating Expenses:				
Selling, general, & administrative	21,540	3	22,639	9
Income (Loss) from Operations	(21,540)	(3)	(22,639)	(9)
Other Income (Expense):				
Other income	-	-	-	-
Interest income	1,892	235	3,765	235
Interest expense	-	-	-	-
Total Other Income (Expense)	1,892	235	3,765	235
Income (Loss) Before Income Taxes	(19,648)	232	(18,874)	226
Provision for Income Taxes:				
Current	-	-	-	
Deferred	-	-	-	-
Total Provision for Income Taxes	-	-	-	-
Extraordinary Income Net of Tax	-	-	-	123,697
Net Income (Loss)	$(19,648)	(232)	$(18,874)	226
Net Income (Loss) Per Share(Note 1)	(.01)	(-)	(.01)	-
Weighted Ave. Number of Common Shares Outstanding (Note 1)	1,847,800	1,682,000	1,847,800	1,682,000

See Notes to Financials

L.M. CAPITAL, INC.
STATEMENT OF CASH FLOWS
FOR THE NINE MONTHS ENDED MARCH 31, 1992 AND 1991
(UNAUDITED)

	Nine Months Ended March 31 1992	1991
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Income (deficit)	$ (18,874)	$ 226
Adjustments to reconcile net loss to net cash provided (used) in operating activities:		
Depreciation and amortization	9	9
Net Cash Provided (Used) by Operating Activities	(18,865)	(235)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Increase in note receivable	(136,690)	-
Investment in subsidiary	(30,000)	-
Net Cash Provided (Used) by Investing Activities	(166,690)	-

-Continued On Following Page-

See Notes to Financials

L.M. CAPITAL, INC.
STATEMENT OF CASH FLOWS
FOR THE NINE MONTHS ENDED MARCH 31, 1992 AND 1991
(UNAUDITED)

-Continued From Previous Page-

	Nine Months Ended March 31 1992	1991
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of common stock	-	102,630
Proceeds from issuance of preferred stock	-	-
Increase in note payable	292,660	-
Decrease in note payable	45,000	-
Net Cash Provided By Financing Activities	247,660	102,630
Net Increase In Cash	62,105	102,865
Cash At The Beginning Of The Period	74,308	672
Cash At The End Of The Period	136,413	103,537

See Notes to Financials

L.M. Capital, Inc.

Notes to Financial Statements

Unaudited

Note 1. Basis of Presentation

The accompanying unaudited financial statements have been prepared in accordance with the instructions to Form 10-Q and do not include all of the information and disclosures required by generally accepted accounting principles for complete financial statements. All adjustments which are, in the opinion of management, necessary for a fair presentation of the results of operations for the interim periods have been made and are of a recurring nature unless otherwise disclosed herein. The results of operations for such interim periods are not necessarily indicative of operations for a full year.

Note 2. Subsidiary

L.M.Capital,Inc. (the Company, the Corporation) has purchased a controlling interest in a capital raising firm, the International Capital Connection (ICC). ICC was formed as a Nevada corporation in 1992 to identify and fund business projects in the U.S. and abroad. ICC had no significant operations in the third quarter of the Company's fiscal year.

Note 3. Litigation

During its third fiscal quarter, the Company has taken the position that the terms of its business agreements and note receivable with Granville Holdings Corp. have been violated. The Company as of April, 1992 is in the early stages of litigation against Granville to enforce the terms of those agreements. The eventual outcome of this litigation is unknown.

Note 4. Preferred Stock - Series A

Out of its authorized preferred stock, the Company has designated a "Series A Convertible Preferred Stock" (Series A). The designated number of shares of this Series A is 5,000. One share of Series A may be converted into 200 common shares of the Company at the election of the holder anytime beginning September 1, 1994 (See Note 5 - Subsequent Events). The holders of outstanding shares of Series A shall not be entitled to receive any dividends.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, the holder of each share of Series A shall be entitled to receive, out

of the assets of the Corporation available for distribution to its stockholders, before any payment or distribution shall be made on the common stock, an amount per share equal to $100. If the assets and funds to be distributed among the holders of the Series A shall be insufficient to permit the payment of the full aforesaid preferential amount to such holders, then the entire assets and funds of the Corporation legally available for the distribution shall be distributed among the holders of the Series A in proportion to the aggregate preferential amount of all shares of Series A held by them. After payment has been made to the holders of the Series A, the holders of the common stock shall be entitled to share ratably in the remaining assets on the basis of the number of shares of common stock held by them at the time of such liquidation.

The holder of each share of Series A shall have the right to two hundred (200) votes (see Note 5 - Subsequent Events) for each share standing in his name on the books of the Corporation and shall have the right to vote at all meetings of the stockholders held in respect to any matter upon which the vote of the stockholders is required, including the election of directors. These votes will be aggregated with the votes of the holders of the Corporation's common stock and will not be treated as a separate class.

Note 5 - Subsequent Events

As a subsequent event to these financials, the Corporation on April 27, 1992 forward split its stock 8 to 1, therefore the 1,847,000 common shares outstanding as of March 31, 1992 have become 14,776,000 shares, and the conversion ratio of the Series A Convertible Preferred Stock (see Note 4) has been increased from 200 common shares for each preferred share to 1,600 common shares for each preferred share.

Also in April, the Company authorized the issuance of 4,000 Series A Convertible Preferred Shares to the Company's president, Lionel Mauclaire, in exchange for Mr. Mauclaire's agreement to accept such stock as full payment for all note principal and interest owed by the Company to Mr. Mauclaire. The Company also authorized the issuance to a former director of the Company of 200 Series A Convertible Preferred Shares as compensation for services rendered.

L.M.CAPITAL,INC.

Management's Discussion and Analysis
of Financial Condition and Results of Operations

Management is currently endeavoring to investigate business opportunities presented to it by persons or firms who or which desire to employ the Company's funds in their business or to seek the perceived advantages of a publicly-held corporation.

The Company agreed to loan up to $500,000 to Granville Holdings Corporation and MJL Leasing International, Inc. (Granville & MJL) pursuant to a convertible promissory note dated April 30, 1991. The terms of the note provided that once the Company loaned the total of $500,000 to Granville & MJL the Company could convert its loan into common stock of Granville & MJL no later than April 30, 1992. Based on the current capitalization of Granville & MJL, the Company would acquire a 50% interest in Granville & MJL on conversion of the note into common stock.

On October 14, 1991 the convertible promissory note described above was amended. Under the amendment the note became an open ended promissory note to which the Company would make scheduled additions to Granville & MJL not to exceed $500,000. The rate of interest remained at 10% per annum but if the conversion was not exercised, interest would not begin until the last addition was made on November 15, 1991 with payment due April 30, 1996.

In the third quarter of its fiscal year the Company committed to help start and fund an international capital fund raising and investment banking firm, the International Capital Connection (ICC). The Company owns a majority interest in ICC, and will participate with ICC in identifying, evaluating and funding business projects on an international basis.

As a subsequent event to this filing, the Company commenced legal action against Granville Holdings Corp, MJL Leasing International, Inc., and Laurence J. Mily (collectively referred to hereafter as Granville) by filing suit against those entities in the Court of Common Pleas in Franklin, Ohio in April, 1992. The Company has asserted that Granville has committed breach of contract, fraud, and misrepresentation against the Company with regard to the terms of the Company's business agreements with Granville, taking the position that Granville has refused to honor certain provisions requiring it to transfer stock and/or assets to the Company in a timely manner. The outcome of this litigation at the current time is unknown.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS - See Management's Discussion and Analysis of Financial Condition and Results of Operations.

ITEM 2. CHANGES IN SECURITIES - See Financial Statements (Notes 4 and 5)

ITEM 3. DEFAULTS UPON SENIOR SECURITIES - NONE

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS - NONE

ITEM 5. OTHER INFORMATION - NONE

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K - NONE

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

L.M. Capital,Inc.
(Registrant)

Date May 11, 1992

Lionel Maucl[illegible] /s/
(Signature)
President & Director